

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

UNITED STATES OF AMERICA, and
THE STATE OF ILLINOIS,

Plaintiffs,

v.

ALPHA CONSTRUCTION Co., et. al.,

Defendants.

CIVIL ACTION NO.

**NOTICE OF LODGING PROPOSED CONSENT DECREE PENDING
SOLICITATION OF PUBLIC COMMENT BY U.S. DEPARTMENT OF JUSTICE**

Plaintiff, the United States of America, on behalf of the United States Environmental Protection Agency ("U.S. EPA"), hereby notifies the Court that the United States is lodging with the Court a proposed Consent Decree under the Comprehensive Environmental Response, Compensation, and Liability Act, as amended ("CERCLA"). The proposed Consent Decree resolves certain claims of the United States against the defendants in this case under Sections 106 and 107(a) of CERCLA, 42 U.S.C. §§ 9606 and 9607(a) and of the State of Illinois against the defendants under §22.2(f) of the Illinois Environmental Protection Act, 415 ILCS 5/22.2(f), for recovery of past response costs incurred by the United States and the State of Illinois and for work to be performed at the Lenz Oil Services, Inc., Superfund Site ("Site") located in Lemont, Du Page County, Illinois. Under this proposed Consent Decree the 47 settling defendants will pay certain costs and implement clean up activities at the Site.

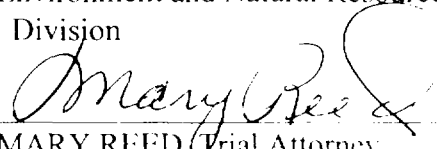
The Court should not yet sign the proposed Consent Decree. Instead, the proposed

Consent Decree should remain lodged with the Court while the United States provides an opportunity for public comment. See 42 U.S.C. § 9622(d). The Department of Justice will publish in the Federal Register a notice that the proposed Consent Decree has been lodged with the Court, and solicit public comment for a period of 30 days.

During the comment period, no action is required of the Court. After the close of the comment period, the United States will evaluate the comments it has received, if any, and advise the Court whether or not the United States requests entry of the proposed Consent Decree.

Respectfully submitted,

BRUCE GELBER
Chief, Environmental Enforcement Section
Environment and Natural Resources
Division


MARY REED, Trial Attorney
Environmental Enforcement Section
U.S. Department of Justice
P.O. Box 7611
Washington, DC 20044
(202) 514-2580

PATRICK FITZGERALD
United States Attorney
Northern District of Illinois

Date: _____

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Of Counsel:

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Assistant Regional Counsel, Region 5
U.S. Environmental Protection Agency
77 W. Jackson Blvd.
Chicago, Illinois 60604

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UNITED STATES OF AMERICA, and
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Plaintiffs,

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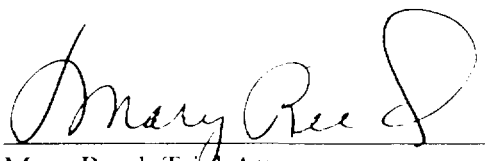
ALPHA CONSTRUCTION Co., et. al.,

Defendants.

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CERTIFICATE OF SERVICE

I hereby certify that service of the Notice of Lodging Proposed Consent Decree Pending Solicitation of Public Comment by U.S. Department of Justice, the Proposed Consent Decree, and the Complaint, as provided in the provisions of the Proposed Consent Decree, has been made upon the parties in the attached service list by First Class Mail on this 20th day of May, 2002



Mary Reed, Trial Attorney
United States Department of Justice

Dated: _____

5 - 20 - 02

LENZ OIL SERVICE LIST

Party	Contact
Air Liquide America Corporation ("Cardox")	c/o John N. Baird Vice President, Legal Corporate Affairs 2700 Post Oak Blvd. Houston, TX 77056-8229 Tel: (713) 624-8387 Fax: (713) 624-8791
Alpha Construction	c/o Alan J. Farnell Attorney 10 S. LaSalle St. Suite 3500 Chicago, IL 60603 (312) 606-0655
Artim Transportation	c/o Scott R. Bilse Abrahamson & Reed 200 Russell Street, Suite 200 Hammond, IN 46320-1818 Tel: (219) 937-1500 Fax: (219) 937-3174
BFI Waste Systems of North America, Inc.	c/o Michael D. Hockley Spencer Fane Britt & Browne, LLP 1400 Commerce Bank Building 1000 Walnut Street, Suite 1400 Kansas City, MO 64106 (816) 292-8233 <u>with copy to:</u> c/o Jo Lynn White Corporate Secretary 15880 N. Greenway-Hayden Loop Suite 100 Scottsdale, AZ 85260 Tel: (480) 627-2700
Bill Stillwell Buick, Inc.	c/o Bill Stillwell 1866 East Ogden Avenue Downers Grove, IL 60515 (630) 969-0266

Party	Contact
Birkey's Farm Store	c/o Ronald Birkey 1120 Veterans Parkway P.O. Box 900 Rantoul, IL 61866 (217) 892-8255
Boncosky Transportation	c/o James L. Wright Militello, Zanck & Coen, P.C. 40 Brink Street Crystal Lake, IL 60014 (815) 459-8800
Borg-Pontiac-GMC Trucks, Inc.	c/o David A. Borg 5007 Lincoln, Suite 107 Lisle, IL 60532 (630) 852-3823 or (941) 649-8897
Bower Motors	c/o Douglas Conover Rieck & Crotty, P.C. 55 West Monroe, Ste. 3390 Chicago, IL 60603-5062 (312) 726-4646
Butler Aviation International, Inc.	c/o Robert M. Baratta, Jr. Freeborn & Peters 311 South Wacker Drive, Suite 3000 Chicago, IL 60606-6677 Tel: (312) 360-6622 Fax: (312) 3606597 E-Mail bbaratta@freebornpeters.com
Cheeseman Chevrolet, Oldsmobile Buick, Geo, Inc.	c/o Ronald J. Bukovic President, Cheesman, Inc. 116 S. Spaulding Street Spring Valley, IL 61362 (815) 663-2711
Coca-Cola Bottling Co.	c/o Kevin J. O'Brien Butler, Rubin, Saltarelli & Boyd 70 W. Madison St., Suite 1800 Chicago, IL 60602 (312) 696-4446

Party	Contact
Commonwealth Edison Company	c/o Alan P. Bielawski Sidley Austin Brown & Wood Bank One Plaza 10 S. Dearborn Street Chicago, IL 60603 Tel: (312) 853-2662 Fax: (312) 853-7036 E-Mail: www.sidley.com
Crown Cork & Seal Company, Inc.	c/o Robert P. Harris 29 S. LaSalle St. Ste. 740 Chicago, IL 60603-1560 (312) 236-7587
Dick James Ford Co.	c/o Frank K. Neidhart, Jr. McCarthy, Duffy, Neidhart 180 N. LaSalle Street Suite 1400 Chicago, IL 60601-2602 (708) 923-7345 or (312) 726-0355
Dombrowski & Holmes, Inc.	c/o Michael Miller Director of Compliance U.S. Liquids 411 N. Sam Houston Parkway East Suite 400 Houston, TX 77060 (281) 272-4548
Exolon-Esk Company	c/o Lori A. Prokes Schiff Hardin & Waite 6600 Sears Tower Chicago, IL 60606 Tel: (312) 258-5504 Fax: (312) 258-5700 E-Mail: iprokes@schiffhardin.com
Flexible Steel Lacing Company	c/o Leroy W. Meyer Secretary 2525 Wisconsin Avenue Downers Grove, IL 60515 (630) 971-0150

Party	Contact
Harcros Chemical	c/o CT Corporation System Harcros Chemical 120 South Central Avenue Suite 400 Clayton, MO 63105
Henry Technologies Inc.	Steven C. Filipowski Shaheen, Novoselsky, Staat & Filipowski 20 N. Wacker Dr. Ste. 2900 Chicago, IL 60606-3192 (312) 621-4400
Howard Pontiac Inc.	c/o Steve Zazove President 364 West Grand Avenue Elmhurst, IL 60126
International Truck and Engine Corp. Navistar International Corp.	International Truck and Engine Corp. Navistar International Corp. CT Corporation System 1209 Orange Street Wilmington, DE 19801
Jacob's Twin Buick, Inc.	c/o Shell Bleiweiss 321 S. Plymouth Ct. Ste 1200 Chicago, IL 60604-3990 (312) 360-8782
Jefferson Smurfit Corporation	Jefferson Smurfit Corporation CT Corporation Registered Agent 208 South LaSalle Chicago, IL 60604
Joe Madden Ford, Inc.	c/o Joe Madden 311 Ravine Hinsdale, IL 60521 (630) 325-1972
Kayser Ford, Inc.	c/o Patrick J. Baxter 2303 West Beltline Highway P. O. Box 1526 Madison, WI 53701-1526 (608) 271-6000
Kranz Service, Inc., John Kranz, Tom Kranz	c/o Shell Bleiweiss 321 S. Plymouth Ct. Ste 1200 Chicago, IL 60604-3990 (312) 360-8782

Party	Contact
Lakar Enterprises, Inc. d/b/a Romines Standard Plaza & Truck	c/o Richard D. Foody Stellato & Schwartz, Ltd. 120 North LaSalle Street, Suite 3400 Chicago, IL 60602 (312) 419-1011
Laura Motors, Inc.	John J. Griffin Griffin & Griffin 39 S. LaSalle St., Suite 1005 Chicago, IL 60603 (312) 236-2954
Lewis University	c/o Wayne J. Draudt Vice President for Business & Finance One University Parkway Romeoville, IL 60446-2200 (815) 836-5235
Madison Gas & Electric Company	c/o Mark A. Frankel Vice President, General Counsel & Secretary Madison Gas and Electric P.O. Box 1231 Madison, WI 53701-1231 (608) 252-5604
McAllister Equipment Company	c/o Peter J. Miller Robbins, Salomon & Patt, Ltd. 25 E. Washington St., Ste 1000 Chicago, IL 60602 (312) 782-9000
McGill Mfg. Company, Inc.	c/o Jennifer A. Giblin Shaw, Pittman 2300 N Street, NW Washington, DC 20037 (202) 663-8814
Northern Indiana Public Service Co.	c/o Arthur E. Smith, Jr. 801 E. 86 th Avenue Merrillville, IN 46410 Tel: (219) 647-5252 Fax: (219) 647-5271 E-Mail: aesmith@nisource.com

Party	Contact
O-E Illinois, Inc.	c/o Claude B. Kahn Kipnis & Kahn, Ltd. 30 N. LaSalle Street Suite 2024 Chicago, IL 60602 (312) 726-3700
Owens Illinois, Inc.	c/o Nirav D. Parikh Legal Counsel One Seagate Toledo, OH 43666 (419) 247-8707
Packey Wedd Ford	J.B. Webb 1830 E. Roosevelt Rd Wheaton, IL 60187 (630) 668-8870
Patrick Schaumburg Automobile, Inc., (d/b/a/ Partick Cadillac), et al.	c/o Joseph R. Podlewski Schwartz, Cooper, Greenberger & Krauss 180 North La Salle Street, Suite 2700 Chicago, IL 60601 Tel: (312) 346-1300 Fax: (312) 782-8416
Patten Industries, Inc.	c/o Howard O. Wolfe Wolfe, Wolfe & Ryd 20 N. Wacker Dr., Ste 3550 Chicago, IL 60606 Tel: (312) 372-6400 Fax: (312) 372-6161 E-Mail: www.wvrlaw.com
Penske Truck Leasing Co., Inc.	c/o James A. Rosen Government Relations Dept. 1209 Orange Street Wilmington, DE 19801 (610) 775-6325
Sears, Roebuck & Co.	c/o Victoria S. Berghel Associate General Counsel Sears, Roebuck and Co. 3333 Beverly Road Hoffman Estates, IL 60179 (847) 286-9212

Party	Contact
Raymond J. Schwindaman, d/b/a Schwindaman Motors	c/o Shell J. Bleiweiss 321 S. Plymouth Ct., Suite 1200 Chicago, IL 60604 (312) 360-8782
Rexam Beverage Can Company (f/k/a American National Can Company)	c/o Charles Coyle Registered Agent Charles Coyle & Company 826 Shadybrook Drive, Suite B Marietta, GA 30066-6215 (800) 211-8645
Seyller Transport, Inc.	c/o James L. Wright Attorney at Law 40 Brink Street Crystal Lake, IL 60014 (815) 459-8800
Toyota West	c/o Joseph R. Podlewski, Jr. Schwartz, Cooper, Greenberger & Krauss 180 North La Salle Street, Suite 2700 Chicago, IL 60601 Tel: (312) 346-1300 Fax: (312) 782-8416
Union Special Corporation	c/o Haruo Ariga Secretary One Union Special Plaza Huntley, IL 60142 (847) 669-5101
Zellmer Truck Lines, Inc.	Kent Zellmer Vice President Zellmer Truck Lines P. O. Box 606 Granville, IL 61326 (815) 446-5131 <u>For Fed Ex:</u> Kent Zellmer Zellmer Truck Lines Route 71 Cedar Point, IL 61316

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS

UNITED STATES OF AMERICA, and
PEOPLE OF THE STATE OF ILLINOIS

Plaintiffs,

Civil No.

v.

ALPHA CONSTRUCTION CO.,
AIR LIQUIDE AMERICA CORPORATION,
R. RALPH ARTIM, on behalf of ARTIM TRANSPORTATION SYSTEM, INC.,
KATHRYN A. BASIL on behalf of TOYOTA WEST, INC.,
BFI WASTE SYSTEMS OF NORTH AMERICA, INC.
BILL STILLWELL BUICK, INC.
BIRKEY'S FARM STORE, INC.
BONCOSKY TRANSPORTATION, INC.
BORG PONTIAC - GMC TRUCK, INC.,
BOWER MOTORS, INC.
BUTLER AVIATION INTERNATIONAL, INC.
CHEESMAN CHEVROLET OLDSMOBILE BUICK, INC.,
COMMONWEALTH EDISON COMPANY
CROWN CORK & SEAL COMPANY, INC.
DICK JAMES FORD COMPANY
DOMBROWSKI & HOLMES, INC.
EXOLON-ESK COMPANY
FLEXIBLE STEEL LACING COMPANY
HARCROS CHEMICALS INC.
HENRY TECHNOLOGIES, INC., doing business as HENRY VALVE COMPANY,
HONDO, INC., doing business as COCA-COLA BOTTLING CO. OF
CHICAGO, HOWARD PONTIAC INC.
INTERNATIONAL TRUCK AND ENGINE CORPORATION,
JACOBS' TWIN BUICK, INC.
JEFFERSON SMURFIT CORPORATION (U.S.),
JOE MADDEN MOTORS, INC.,
KAYSER FORD, INC.
JOHN KRANZ doing business as KRANZ SERVICE, INC.
TOM KRANZ doing business as KRANZ SERVICE, INC.
LAKAR ENTERPRISES, INC.,
LAUREL MOTORS, INC.
LEWIS UNIVERSITY
MADISON GAS AND ELECTRIC COMPANY
MCALLISTER EQUIPMENT COMPANY
MCGILL MANUFACTURING COMPANY, INC.

NORTHERN INDIANA PUBLIC SERVICE COMPANY
O-E ILLINOIS, INC.
OWENS-ILLINOIS, INC.
PACKEY WEBB FORD
PATRICK SCHAUMBURG AUTOMOBILE, INC.
PATTEN INDUSTRIES, INC.
PENSKE TRUCK LEASING CO., L.P.,
QUEBECOR WORLD KRI INC.,
QUEBECOR WORLD RAI INC.,
REXAM BEVERAGE CAN COMPANY,
RAYMOND J. SCHWINDAMAN doing business as SCHWINDAMAN MOTORS, INC.
SEARS, ROEBUCK AND CO.
UNION SPECIAL CORPORATION
ZELLMER TRUCK LINES, INC.
Defendants.

COMPLAINT

The United States of America, by authority of the Attorney General of the United States and through the undersigned attorneys, acting at the request of the Administrator of the United States Environmental Protection Agency ("U.S. EPA"), and the People of the State of Illinois, by James E. Ryan, Attorney General of the State of Illinois, on his own motion and at the request of the Illinois Environmental Protection Agency ("Illinois EPA"), file this complaint and allege as follows:

NATURE OF THE ACTION

1. This is a civil action brought pursuant to Sections 106, 107(a) and 113(g)(2) of the Comprehensive Environmental Response, Compensation and Recovery Act ("CERCLA"), 42 U.S.C. §§ 9606, 9607(a) and 9613(g)(2), and 28 U.S.C. § 2201. The United States and the State of Illinois seek to recover

unreimbursed costs they have incurred and will incur for response activities undertaken and to be undertaken in connection with the release or threatened release of hazardous substances into the environment at the Lenz Oil Services, Inc., Superfund Site ("Site") in DuPage County, near Lemont, Illinois. The United States also seeks injunctive relief requiring Defendants to remedy conditions at the Site because of the release or threatened release of hazardous substances into the environment at the Site. Finally, the United States and the State of Illinois seek a declaratory judgment pursuant to CERCLA Section 113(g)(2), 42 U.S.C. § 9613(g)(2), and 28 U.S.C. § 2201, that the defendants are liable for future response costs that the United States and the State of Illinois may incur as a result of releases or threatened releases of hazardous substances at or from the Site.

JURISDICTION AND VENUE

2. This Court has jurisdiction over the subject matter of this action, and the defendants, pursuant to Sections 106(a), 107(a) and 113(b) of CERCLA, 42 U.S.C. §§ 9606(a), 9607(a) and 9613(b), and under 28 U.S.C. §§ 1331 and 1345.

3. Venue is proper in this district under 28 U.S.C. §§ 1391(b) and (c) and 42 U.S.C. § 9613(b), because the releases and threatened releases of hazardous substances that gave rise to these claims occurred in this judicial district.

DEFENDANTS

4. Defendant Air Liquide America Corporation, formerly known as LAI Properties, Inc., formerly known as LAI Holdings, Inc., formerly known as Liquid Air, Inc., successor in interest by merger to Cardox Corporation, is incorporated under the laws of the State of Delaware.

Defendant Alpha Construction Company is organized under the laws of the State of Illinois.

Defendant R. Ralph Artim, a citizen of the State of Indiana, on behalf of Artim Transportation System, Inc., doing business as Artim Transportation Systems, Inc., a dissolved corporation which was organized under the laws of the State of Indiana, at times relevant hereto conducted business in the State of Illinois.

Defendant Kathryn A. Basil is a citizen of the State of Illinois, on behalf of Toyota West, Inc., formerly known as Toyota of St. Charles, Inc., a dissolved corporation which was organized under the laws of the State of Illinois.

Defendant BFI Waste Systems of North America, Inc. in its own capacity, and as a successor in interest by corporate merger to E&E Hauling, Inc., is a corporation organized under the laws of the State of Delaware. At times relevant hereto BFI Waste Systems of North America, Inc. and its predecessor, E&E Hauling, Inc., conducted business in the State of Illinois.

Defendant Bill Stillwell Buick, Inc. is organized under the laws of the State of Illinois.

Defendant Birkey's Farm Store, Inc. is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Boncosky Transportation, Inc. on behalf of itself and Seyller Transport, Inc., is organized under the laws of the State of Illinois.

Defendant Borg Pontiac - GMC Truck, Inc., also known as Borg Pontiac, Inc., doing business as Borg Nissan, Inc., was a citizen of the State of Illinois and was organized under the laws of the State of Illinois.

Defendant Bower Motors, Inc. is organized under the laws of the State of Illinois.

Defendant Butler Aviation International, Inc. is organized under the laws of the State of Delaware and at times relevant hereto conducted business in the State of Illinois.

Defendant Cheesman Chevrolet Oldsmobile Buick, Inc., formerly known as Cheesman Chevrolet Oldsmobile Buick Geo, Inc. is organized under the laws of the State of Illinois.

Defendant Commonwealth Edison Company is organized under the laws of the State of Illinois.

Defendant Crown Cork & Seal Company, Inc. is organized under the laws of the State of Pennsylvania, and at times relevant hereto conducted business in the State of Illinois.

Defendant Dick James Ford Company is organized under the laws of the State of Illinois.

Defendant Dombrowski & Holmes, Inc. is organized under the laws of the State of Illinois.

Defendant Exolon-ESK Company is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Flexible Steel Lacing Company is organized under the laws of the State of Illinois.

Defendant Harcros Chemicals Inc is organized under the laws of the State of Delaware and at times relevant hereto conducted business in the State of Illinois.

Defendant Henry Technologies, Inc., also doing business as Henry Valve Company, is organized under the laws of the State of Illinois.

Defendant Hondo, Inc., doing business as Coca-Cola Bottling Co. of Chicago, is organized under the laws of the State of Indiana, and at times relevant hereto, conducted business in the State of Illinois.

Defendant Howard Pontiac Inc. is organized under the laws of the State of Illinois.

Defendant International Truck and Engine Corporation, a successor in interest to Navistar International Transportation Corp. and International Harvester Company, is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Jacobs' Twin Buick, Inc. is organized under the laws of the State of Illinois.

Defendant Jefferson Smurfit Corporation (U.S.), formerly known as Container Corporation of America, is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Joe Madden Motors, Inc., formerly known as Joe Madden Ford, Inc., is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Kayser Ford, Inc. in its own capacity and as successor in interest to a dissolved corporation known as the K Group, Inc., formerly known as Kayser Ford, Inc., is organized under the laws of the State of Wisconsin, and at times relevant hereto conducted business in the State of Illinois.

Defendants John and Tom Kranz are citizens of the State of Illinois, and at times relevant hereto were doing business as Kranz Service, Inc. Defendant Kranz Service, Inc. is organized under the laws of the State of Illinois.

Defendant Lakar Enterprises, Inc., also known as Lakar Industries, Inc., doing business as Romines' Standard Plaza and Truck, is organized under the laws of the State of Delaware and at times relevant hereto conducted business in the State of Illinois.

Defendant Laurel Motors, Inc. is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Lewis University is organized under the laws of the State of Illinois.

Defendant Madison Gas and Electric Company is organized under the laws of the State of Wisconsin, and at times relevant hereto conducted business related to the Lenz Oil Site in the State of Illinois.

Defendant McAllister Equipment Company is organized under the laws of the State of Illinois.

Defendant McGill Manufacturing Company, Inc. is organized under the laws of the State of Indiana, and at times relevant hereto conducted business in the State of Illinois.

Defendant Northern Indiana Public Service Company is organized under the laws of the State of Indiana, and at times relevant hereto conducted business in the State of Illinois.

Defendant O-E Illinois, Inc. is organized under the laws of the State of Illinois.

Defendant Owens-Illinois, Inc. is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Packey Webb Ford is organized under the laws of the State of Illinois as an Illinois Limited Partnership.

Defendant(s) Patrick Schaumburg Automobile, Inc. also known as Patrick Schaumburg Automobiles, Inc., doing business as Patrick Cadillac is organized under the laws of the State of Delaware; Patrick Libertyville Automobile, Inc., formerly known as Libertyville Motors, Inc., doing business as Patrick Pontiac/GMC Truck; Patrick European LLC, formerly Hanley Dawson BMW, Inc., doing business as Patrick BMW; Patrick LLC, doing business as Patrick Saab; Patrick Motors, Inc.; Patrick Imports, Inc.; and Patrick Suzuki, Inc. are, or were at times relevant hereto, organized under the laws of the State of Illinois.

Defendant Patten Industries, Inc. is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Penske Truck Leasing Co., L.P., also known as Penske Truck Leasing Co., Inc., and Penske Truck Leasing Corp., is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Quebecor World KRI Inc., formerly known as KRI, Inc., formerly known as Krueger Ringier, Inc., formerly known as W.F. Hall Printing Company on behalf of itself, and, as successor by merger, on behalf of Chicago Rotoprint Company (a former Illinois corporation), is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois under one or more of the foregoing names.

Defendant Quebecor World RAI Inc., formerly known as RAI, Inc., formerly known as Ringier America, Inc., formerly known as W. A. Krueger Co., on behalf of itself and on behalf of Krueger Pontiac and Ringier America - Pontiac Division, is organized under the laws of the State of Wisconsin, and at times relevant hereto conducted business in the State of Illinois under one or more of the foregoing names.

Defendant Rexam Beverage Can Company, formerly known as American National Can Company, is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Raymond J. Schwindaman, is a citizen of the State of Illinois, and at times relevant hereto was doing business as Schwindaman Motors, Inc. Defendant Schwindaman Motors, Inc. was organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Sears, Roebuck and Co. is organized under the laws of the State of New York, and at times relevant hereto conducted business in Illinois.

Defendant Union Special Corporation is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

Defendant Zellmer Truck Lines, Inc. is organized under the laws of the State of Delaware, and at times relevant hereto conducted business in the State of Illinois.

5. The Defendants are each "persons" within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

GENERAL ALLEGATIONS

6. The Lenz Oil Services, Inc. ("Lenz Oil") facility was located on the Site near the City of Lemont, in southwest DuPage County, Illinois. The Site consists of approximately 4.9 acres of real property about 600 feet northwest of the Ben Plaines River.

7. Lenz Oil operated a waste oil and solvent recycling, storage and transfer facility at the Site from approximately 1961 to 1985. Three hazardous waste surface impoundments, constructed of porous and permeable tinter-type materials, three 50,000 gallon underground unlined concrete storage tanks, 35 above-ground tanks and 190 drums were located at the Site.

8. Oil and solvent wastes were spilled on the soils, and groundwater surrounding the area was contaminated with volatile organic compounds ("VOCs"). Organic chemicals and metals were also released in surface water runoff, which entered a drainage ditch north of the facility.

9. Between 1985 and 1988, Illinois EPA undertook a removal action at the facility to mitigate the immediate threat to public health and the environment posed by the presence of hazardous wastes in soils.

10. The Site was placed on the CERCLA National Priorities List ("NPL") in September of 1989. The NPL, established pursuant to Section 105(a) of CERCLA, 42 U.S.C. § 9605(a), and 40 C.F.R. Part 300, lists sites throughout the United States that, because of releases or threatened releases of hazardous substances, pose the greatest threat to human health and the environment.

11. On or about November 23, 1989, U.S. EPA and the State of Illinois entered into an Administrative Order on Consent ("AOC") with 184 potentially responsible parties ("PRPs") to conduct a remedial investigation and feasibility study ("RI/FS") to determine the nature and extent of contamination by hazardous substances at the Site, and to evaluate interim remedial alternatives for cleanup of the Site.

12. In 1994, the PRPs submitted their Remedial Investigation Report to U.S. EPA, which was supplemented in April and October of 1997.

13. U.S. EPA issued a Record of Decision ("ROD") on September 30, 1999, providing for a two-phased approach for achieving the remedial action and cleanup of the Site.

14. The Lenz Oil Service, Inc. Site is a "facility" within the meaning of Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

15. The VOCs, organic chemicals and metals identified in ¶ 8, above, are "hazardous substances" within the meaning of Section 101(14) of CERCLA, 42 U.S.C. § 9601(14) and 40 C.F.R. § 302.4.

16. The spilling of VOCs, organic chemicals and metals onto the surface soils at the Site between approximately 1961 and 1985 constitutes the release or threatened release of hazardous substances into the environment as those terms are defined in Sections 101(14) and 101(22) of CERCLA, 42 U.S.C. § 9601(14) and 9601(22).

17. The United States and the State of Illinois have incurred response costs, within the meaning of Section 101(20) of CERCLA, 42 U.S.C. § 9601(25), in responding to releases and threatened releases of hazardous substances at and from the Site.

FIRST CLAIM FOR RELIEF
(CERCLA Section 106, 42 U.S.C. § 9606)

18. The allegations set forth in paragraphs 1 through 17 are realleged and incorporated herein by reference.

19. Section 106(a) of CERCLA, 42 U.S.C. § 9606(a), provides in pertinent part:

[W]hen the President determines that there may be an imminent and substantial endangerment to the public health or welfare or the environment because of an actual or threatened release of a hazardous substance from a facility, he may require the Attorney General of the United States to secure such relief as may be necessary to abate such danger or threat, and the district court of the United States in the district in which the threat occurs shall have jurisdiction to grant such relief as the public interest and the equities of the case may require.

20. The President's functions under Section 106(a) of CERCLA, 42 U.S.C. § 9606(a), have been delegated to the Administrator of the U.S. EPA.

21. The U.S. EPA has determined that there is or may be an imminent and substantial endangerment to the public health or welfare or the environment because of actual or threatened releases of hazardous substances at and from the Site.

22. Under section 106(a) of CERCLA, 42 U.S.C. § 9606(a), a defendant is liable to implement the remedial action selected by U.S. EPA in the ROD for the Long Oil Services, Inc. Site if it is liable under the standards set forth in Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), which provides, in pertinent part:

(a) Notwithstanding any other provision or rule of law, and subject only to the defenses set forth in subsection (b) of this section -

(1) the owner and operator of a vessel or a facility,

(2) any person who at the time of disposal of any hazardous substance owned or operated any facility at which such hazardous substances were disposed of,

(3) any person who by contract, agreement, or otherwise arranged for disposal or treatment, or arranged with a transporter for transport for disposal or treatment, of hazardous substances owned or possessed by such person, by any other party or entity, at any facility or incineration vessel owned or operated by another party or entity and containing such hazardous substances, and

(4) . . . from which there is a release, or a threatened release which causes the incurrence of response costs, of a hazardous substance, shall be liable for:

(A) all costs of removal or remedial action incurred by the United States Government or a State. . . not inconsistent with the national contingency plan; . . .

The amounts recoverable in an action under this section shall include interest on the amounts recoverable under subparagraphs (A) through (D).

23. At relevant times each of the Defendants, or their predecessor(s) in interest, used or possessed materials containing hazardous substances, and arranged for disposal of them at the Site.

24. Under Section 106(a) of CERCLA, 42 U.S.C.

§ 9606(a), the defendants are liable to implement the remedial action ROD selected by U.S. EPA for the Lenz Oil Services, Inc. Site.

SECOND CLAIM FOR RELIEF
(CERCLA Section 107, 42 U.S.C. § 9607)

25. The allegations set forth in paragraphs 1 through 24 are realleged and incorporated herein by reference.

26. The United States and the State of Illinois have incurred and will continue to incur response costs at the Site for removal and remedial actions as defined in Section 101(23), (24) and (25) of CERCLA, 42 U.S.C. § 9601(23), (24) and (25), and other costs authorized by Section 104(a) and (b) of CERCLA, 42 U.S.C. § 9604(a) and (b), in responding to releases or threatened releases of hazardous substances at the Site.

27. The United States' and the State of Illinois' actions taken at the Site and the costs incurred incident thereto were not inconsistent with the National Contingency Plan, which was promulgated under Section 105(a) of CERCLA, 42 U.S.C. § 9605(a), and which is codified at 40 C.F.R. Part 300 et seq.

28. As parties who disposed of hazardous substances at the Site at times relevant hereto, Defendants are liable to the United States and the State of Illinois pursuant to Section 107(a)(3) of CERCLA, 42 U.S.C. § 9607(a)(3), for all unreimbursed response costs plus interest incurred by the United States and by the State of Illinois in connection with responses to releases or

threatened releases of hazardous substances at the Lenz Oil Superfund Site, including but not limited to costs of investigation, remedial action, removal action, oversight and enforcement activities.

29. Pursuant to Section 113(g) of CERCLA, 42 U.S.C. § 9613(g), Defendants are also liable for costs to be incurred by the United States and the State of Illinois in the future in connection with response actions at the Site.

30. Pursuant to Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), the Defendants are also liable for prejudgment interest on the United States' and the State of Illinois' response costs commencing on the later of the date such costs were demanded or the date such costs were incurred.

PRAYER FOR RELIEF

WHEREFORE, the United States of America and the State of Illinois pray that this Court:

A. Enter judgment in favor of the United States and the State of Illinois against each above-named Defendant, jointly and severally, for all costs incurred by the United States and the State of Illinois, including prejudgment interest, for response actions in connection with the Lenz Oil Services, Inc., Superfund Site;

B. Order the Defendants to abate the conditions at the Lenz Oil Services, Inc., Superfund Site;

C. Enter a declaratory judgment pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2), and 28 U.S.C. § 2201, on the liability of each of the Defendants that will be binding in future actions by the United States and the State of Illinois to recover further response costs in connection with the Lenz Oil Services, Inc., Superfund Site;

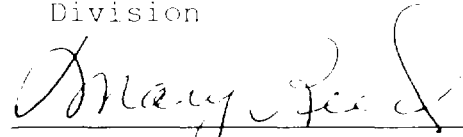
D. Award the Plaintiffs their costs of this action; and

E. Grant such other and further relief as the Court deems appropriate.

Respectfully submitted,

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